

FILED

JUN 15 2001

APPR. May Baines
TERM _____
DATE 6/15/01

**ARTICLES OF INCORPORATION
OF A TAX-EXEMPT**

**WESTERN SCIENCE FICTION ASSOCIATION, INC. (WesternSFA)
(Arizona Non-Profit Corporation)**

0992735-7

1. Name: The Name of the Corporation is: Western Science Fiction Association, Inc. (WesternSFA).
2. Purpose: The purpose for which the corporation is organized is: the transaction of any and all business for which non-profit corporations may be incorporated under the laws of the State of Arizona, as then may be amended from time to time, except that said corporation is organized exclusively for Educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Laws.
3. Character of Affairs: The character of affairs of the corporation will be: to establish, develop, and promote educational activities relating to literature, music, and visual and performing arts, especially in the genres of science fiction, fantasy, costuming, gaming, and science. These educational activities may include, but are not restricted to, conventions, seminars, and classes.
4. No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or: (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Laws).
5. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principle office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

6. The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the bylaws.

7. Board of Directors: The initial board of directors shall consist of Five (5) directors. The names and addresses of the persons who are to serve as the directors until the first annual meeting of the members, or until their successors are elected and qualifies are:

Stephanie L. Bannon
7213 N 37th Drive
Phoenix AZ 85051

Craig L. Dyer
7213 N 37th Drive
Phoenix AZ 85051

Ray Gish
2527 N Silverado
Mesa AZ 85215

Robert LaPierre, Jr.
1815 W Tuckey Lane #15
Phoenix AZ 85015

Gary Swaty
2046 E South Mountain Avenue
Phoenix AZ 85040-8128

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

8. Known Place of Business: The street address of the known place of business of the Corporation is: PO Box 67457, Phoenix, Arizona 85082, in Maricopa County, Arizona, and may transact its business and maintain offices for such purposes at such other places either within or without the State of Arizona.

9. Statutory Agent: The name and address of the statutory agent of the Corporation is:

Marguerite Murray
4614 N 38th Drive
Phoenix AZ 85019

10. Incorporator: The name and address of the incorporator is:


Stephanie L. Bannon
7213 N 37th Drive
Phoenix AZ 85051

All powers, duties and responsibilities of the incorporator shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

11. Discrimination: The Corporation will not practice or permit discrimination on the basis of sex, age, race, national origin, religion, or physical handicap or disability.

12. Members: The Corporation WILL have members.

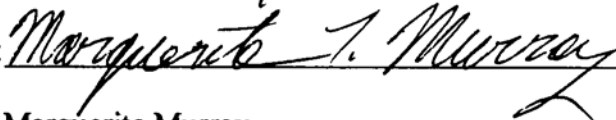
EXECUTED this 8th day of June, 2001 by all of the incorporators.

Signed:  _____

Stephanie L. Bannon
PHONE: 602-973-2341
FAX: 602-973-2341

Acceptance of Appointment by Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 8th day of June, 2001.

Signed:  _____
Marguerite Murray